

Adelphia Subscribers Acquired by TWC Will Benefit From TWC's Stability and Innovation

Transactional Movies	SVOD Premium	FOD Cable Networks	FOD Music	FOD Kids	FOD Local
575 hrs	350 hrs	225 hrs	25 hrs	50 hrs	50 hrs
Transactional movies on demand from: Disney Dreamworks Fox MGM New Line Paramount Sony Universal Warner Bros Free movies from: Turner Classic Movies Universal (Jan. '06)	Cinemax HBO Showtime TMC	A&E Adult Swim Anime Answers OD BBC America CNN Comedy Central Court TV Discovery DIY Fine Living Food Network G4 Golf HGTV Lifetime National Geo. NBC Oxygen OLN Sleuth Speed TBS TNT TV Guide Spot	AOL Music GAC Havoc Soundtrack	BBC Kids Boomerang Cartoon Network Classic Kids	Albany Austin Binghamton Desert Cities Green Bay Hawaii Houston Kansas City Los Angeles Milwaukee NE Ohio New York City (SI) Raleigh Rochester San Antonio San Diego Shreveport South Carolina Syracuse Waco

Case Study – Video-on-Demand

Adelphia:

- VOD launched in two communities in 2001; no further launches until 2004
- Nationwide, VOD is available to approximately 60% of Adelphia subscribers
- Current offerings contain no local content

Case Study – Video-on-Demand

TWC will accelerate the rollout of VOD to current Adelphia systems

- TWC hopes to accelerate rollout within 120 to 180 days post-closing
- Consumers will benefit from flexibility and greater programming choice, including substantial local offerings, which will foster innovation as satellite and telco competitors respond through investment and innovation

In sum, TWC will bring its stability and technological leadership to Adelphia systems

- TWC has earmarked \$650 million for capital improvements to bring the current Adelphia and Comcast systems to TWC's standards
- TWC possesses the management expertise, marketing savvy, and customer service infrastructure needed to rapidly deploy advanced services
- At the end of the day, current Adelphia subscribers can expect to receive more advanced, reliable, and higher quality services
- These subscriber benefits will spur a competitive response from satellite providers and telcos, leading to a continuing cycle of investment and innovation

Today's presentation

Geographic rationalization will promote competition and benefit subscribers

Geographic Rationalization Will Promote Competition and Benefit Subscribers

Significant efficiencies will be realized from the geographic rationalization of existing Adelphia and Comcast areas with TWC's regions

- TWC estimates that the Transactions will result in \$200 million in efficiencies, principally from the:
 - Elimination of redundant corporate and regional operations
 - Reduction in programming costs
- Savings from these efficiencies will benefit consumers through investment in systems and services, such as the upgrade and hardening of infrastructure and the deployment of advanced services

Geographic Rationalization Will Promote Competition and Benefit Subscribers

Geographic rationalization will promote competition with DBS providers and telcos

- DBS providers and telcos already enjoy national and expansive regional footprints that far eclipse any cable cluster to be created by these Transactions
- DBS providers now serve 25% of all MVPD subscribers and continue to grow their subscriber base at a strong pace
- The telcos have announced aggressive plans to rollout video services to complement their voice and HSD products
- Geographic rationalization will position TWC to better compete with DBS and the telcos

Geographic Rationalization Will Promote Competition and Benefit Subscribers

Case Study: Marketing

TWC in Los Angeles

- TWC currently serves less than 10% of the Los Angeles DMA, making it extremely inefficient to purchase local mass media advertising
- As a result, TWC has placed very few radio, print or television ads over the last two years
- Due to their broad reach in Southern California, Verizon, SBC, Dish Network and DIRECTV are able to regularly purchase full page newspaper ads, radio airtime, and local television spots
- Because TWC cannot purchase media efficiently, it is difficult to respond to our competitors in a meaningful way
- Geographic rationalization in markets like Los Angeles will enhance TWC's ability to advertise and compete with DBS and the telcos, leading to greater choice and competitive pricing which will benefit subscribers

Geographic Rationalization Will Promote Competition and Benefit Subscribers

Case Study: Marketing, cont.

TWC in Upstate New York

- TWC's operations in upstate New York are fairly well clustered today, offering service throughout substantial portions of the Albany, Rochester, and Syracuse DMAs and some surrounding areas
- TWC faces intense competition in these areas from DIRECTV and Dish Network, as well as other providers like Verizon and Frontier Telephone
- TWC's competitors make extensive use of local and regional media, including newspaper, radio, and television, to market their services
- Because TWC's footprint in these areas approaches the size of its larger competitors, TWC is able to use local and regional media efficiently and effectively to design marketing campaigns to remain competitive

Geographic Rationalization Will Promote Competition and Benefit Subscribers

Additional Benefits Will Result From Geographic Rationalization

- Emergency preparedness will be furthered by coordinated regional operations
- TWC will have an enhanced ability to support community, regional and state events and programs, including cultural and community service activities

Exhibit 2

DECLARATION OF PETER STERN

I, Peter Stern, declare and state as follows:

1. I am Executive Vice President of Product Management for Time Warner Cable ("TWC"). I am responsible for overseeing TWC's video and high-speed Internet services, including analog and digital video, video on demand, interactive TV, advanced advertising, digital video recorders, Road Runner, and other online services. In conducting these responsibilities, I work closely with the company's operations, technology, marketing, programming, and finance organizations to deploy new products, and partner with the regional operations to support the growth of existing products. I submit this declaration in support of application by Time Warner Inc. ("Time Warner") for the transfer of certain FCC licenses in connection with the acquisition by TWC of certain cable systems from Adelphia Communications Corporation ("Adelphia") and Comcast Corporation ("Comcast").

2. TWC has consistently led the cable industry in innovation and the introduction of new technologies and services. TWC was the first operator to offer/launch: (1) an interactive cable trial – Qube – 1977, (2) a VOD and ITV trial – Full Service Network – 1994, (3) Video on Demand ("VOD") – 2000 / Subscription Video on Demand ("SVOD") – 2001, (4) an integrated Digital Video Recorder ("DVR") – 2002, (5) complete deployment of VOD – 2002, (6) a Voice over IP phone offering – 2003/in all divisions 2004, (7) synchronous voting and polling via interactive television – 2003, (8) multi-room DVR – 2004, (9) Caller ID on TV – 2005, (10) IPTV trial – 2005, and (11) Start Over – 2005. As this track record demonstrates, TWC continually devotes substantial resources to the creation, development and deployment of advanced services.

3. Since 1996, TWC has invested over \$17 billion upgrading, enhancing, and growing its plant into a sophisticated, broadband distribution infrastructure, employing TWC's Emmy-award winning HFC architecture. TWC undertook this transformation years ahead of

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most other cable MSOs and in 2001 was the first MSO to complete its digital upgrade. As a result, TWC subscribers are now served by systems capable of two-way broadband communications and over 99% are currently served by systems with at least 750 MHz capacity. This has transformed TWC systems into digital networks capable of bringing consumers a “triple-play” of advanced video, high speed data, and voice communications.

4. In 2000, TWC became the first MSO to launch VOD service. VOD is now available to virtually all TWC subscribers. Current offerings provide subscribers with access to a substantial and diverse amount of content, including an average of 50 hours of local content and over 1,300 hours of national programming, expected to grow to over 2,000 hours next year.

5. TWC hopes to accelerate the roll-out of VOD offerings on systems acquired from Adelphia within 120 to 180 days after closing.

6. TWC became the first MSO to commercially offer “Start Over” service, launched just this year in our South Carolina division. Start Over, enabled by a software upgrade to VOD and digital set-top boxes, allows customers to record programs being aired on over 60 television and cable programming networks in progress, as long as they tune in before the show ends. Thus, a viewer who tunes in to a program enabled with this feature, even as the program is ending, can start the program over and view it in its entirety. When customers tune to a show enabled with this feature, they are alerted of their ability to start the program over through an on-screen prompt.

7. In 2005, TWC became the first MSO to launch an IPTV trial in San Diego. Called “TWC Broadband TV,” this service enables existing video customers to view 75 of the most popular channels on a broadband connected Windows PC within their home. Expected to last approximately six months and at no additional charge to eligible subscribers, the service for trial is an extension of TWC’s video service providing subscribers with an additional outlet for

their programming. It is a video simulcast — not a new tier — as customers will receive programming over IP that they have already paid for and receive via traditional video delivery.

8. In 2003, TWC became the first MSO to utilize interactive TV (“iTV”) to offer synchronous voting and polling. TWC’s iTV service was used to conduct a “snap poll” for the New York City Mayoral Primary on September 13, 2005. More than 17,000 votes were tallied via set-top box in one night on one channel. Results were posted within 15 minutes of each vote, and the on-air talent discussed the result. iTV also provides subscribers with unique opportunities to interact with their televisions, including:

- Access to local and national news, sports scores and statistics, weather, entertainment and community calendar information;
- eBay on TV allows subscribers to bid on items and receive alerts on auction status; and
- interactive games.

The iTV service suite offers customers an advanced navigation system, caller ID on the television, instant and customizable news “tickers” and the ability to upgrade to premium channels and subscription-on-demand services through a click of the remote.

9. TWC expects to bring its stability and technological leadership to Adelphia systems. TWC possesses the management expertise, marketing savvy, and customer service infrastructure needed to rapidly deploy advanced services. Upon completion of the transactions, current Adelphia subscribers can expect to receive more advanced, reliable, and higher quality services.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge, information, and belief.

Dated: November 9, 2005
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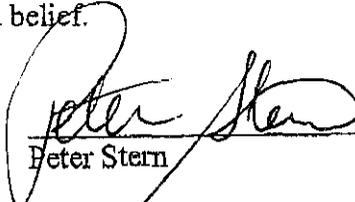

Peter Stern

Exhibit 3

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DECLARATION OF SATISH ADIGE

I, Satish Adige, declare and state as follows:

1. I am Senior Vice President of Investments for Time Warner Cable ("TWC"), where my primary responsibilities involve the merger and acquisition activities of TWC. I have been with TWC and its predecessor companies for the past 20 years, holding executive positions in several disciplines, including finance and accounting, mergers and acquisitions and business affairs. I submit this declaration in support of the application by Time Warner Inc. ("Time Warner") for the transfer of certain FCC licenses in connection with the acquisition by TWC of certain cable systems from Adelphia Communications Corp. ("Adelphia") and Comcast Corporation ("Comcast").

2. In connection with the preparation of Time Warner's bid to acquire cable systems from Adelphia and Comcast, I worked with my colleagues at Time Warner, TWC, our investment bankers and other outside advisers to develop the estimate of approximately \$200 million in revenue synergies and cost reductions anticipated to flow to TWC from the TWC/Adelphia/Comcast transactions. The bulk of these savings are expected to be realized principally in two general areas:

a. Elimination of redundant corporate and regional operations. This would include consolidation of many of the general and administrative functions currently performed at Adelphia headquarters in Denver, CO; Coudersport, PA; and Buffalo, NY, into the TWC structure, such as corporate management, legal, accounting, tax, human resources, corporate engineering, new product development, among others. It also includes the consolidation of certain functions currently performed at Adelphia's regional and area offices into TWC's existing divisional or regional structure. Notably, this estimate does not

anticipate reductions in customer care, technical, or other staff at the local system level.

b. Cost savings through purchase of programming under TWC's existing contractual relationships. In particular, due to its larger scale and scope, TWC enjoys volume discounts from many of the same programming services currently carried on Adelphia systems.

3. As TWC has proceeded with the integration planning process, these estimated savings have been further refined and continue to evolve. Final figures cannot be developed until after closing, e.g., due to restrictions on pre-closing coordination under the Hart-Scott-Rodino Act and our inability to obtain unrestricted access to existing Adelphia operations and plant. Nevertheless, TWC continues to have a high degree of confidence that the approximate \$200 million in estimated revenue synergies and cost savings will be met.

4. As part of the due diligence process and the valuation analysis in connection with the preparation of Time Warner's bid for the Adelphia systems, TWC also conducted an analysis of the costs involved in 1) upgrading the approximately 15% of Adelphia's plant miles that had not yet been upgraded to at least 750 MHz capacity and 2) "hardening" Adelphia systems to TWC technical standards, thereby facilitating the expedited roll-out of advanced services.

5. "Hardening" might include such modifications as reduction in the number of nodes, replacement of certain fiber and coaxial cables, protecting against signal ingress, and installing new network equipment (such as more efficient Cable Modem Termination Systems ("CMTS")) needed to launch voice service.

6. TWC anticipates that certain systems to be acquired that have already been upgraded to 750 MHz, particularly those upgraded more than three years ago, will require additional "hardening" to meet TWC technical standards for the roll-out of advanced services.

7. Accordingly, TWC has earmarked approximately \$600 million in capital expenditures ("cap ex") for the upgrade and hardening of systems to be acquired from Adelphia. Of this amount, we estimate that approximately \$275 million would be required for the upgrade of Adelphia systems not yet at 750 MHz capacity. An additional approximate \$50 million in cap ex has been earmarked for systems to be acquired from Comcast. Notably, these estimated amounts apply primarily to plant-related cap ex, and do not include incremental digital boxes and other customer premises equipment related to the roll-out of advanced services. TWC anticipates commencing the process for any necessary upgrade and/or hardening of the systems to be acquired from Adelphia and Comcast as soon as 120-180 days after closing of the transactions.

8. By upgrading and/or hardening systems to be acquired from Adelphia and Comcast, TWC expects to provide benefits to consumers by accelerating the roll-out of advanced services such as interactive television, VOD and residential telephone service.

Pursuant to 28 U.S.C, § 1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge, information and belief.

Dated: November 10, 2005
175840_5


Satish Adige

Exhibit 4

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DECLARATION OF GERALD D. CAMPBELL

I, Gerald D. Campbell, declare and state as follows:

1. I am Senior Vice President, Voice for Time Warner Cable ("TWC"). I have been responsible for managing the rollout of Digital Phone service for TWC since January 2002. Prior to joining TWC, I was with Comcast Corporation ("Comcast") for ten years, where I spent seven years developing Comcast's cable/telephony business in the United Kingdom. I submit this declaration in support of the application by Time Warner Inc. ("Time Warner") for the transfer of certain FCC licenses in connection with the acquisition by TWC of certain cable systems from Adelphia Communications Corporation ("Adelphia") and Comcast.

2. TWC has quickly and successfully launched a facilities-based alternative in voice communications. TWC began Voice-over Internet Protocol ("VoIP") technical trials in Portland, ME in 2000, years before most other Multiple System Operators ("MSOs"). In 2003, TWC launched its VoIP based Digital Phone service in Portland, North Carolina and Kansas City. Digital Phone includes unlimited local and domestic long-distance calling, along with a number of vertical services, including Call Waiting, Caller ID, and Call Forwarding. Today, Digital Phone has been launched in all 31 TWC divisions and is currently available to 75% of TWC homes passed. TWC has signed up over 854,000 Digital Phone subscribers as of September 30, 2005.

3. Digital Phone service provides almost all functionality of traditional circuit-switched service including toll-free 800 calling, directory assistance, operator services, E911 service, and Telecommunications Relay Services for the disabled. Local number portability allows new Digital Phone subscribers to keep their existing phone numbers. Subscribers may

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also keep a regular directory listing. Digital Phone is compliant with the Communications Assistance for Law Enforcement Act ("CALEA").

4. TWC is uniquely positioned to roll-out our Digital Phone service in various systems to be acquired from Adelphia and Comcast due to our industry-leading track record.

5. Clustering gives TWC a natural ability to rollout Digital Phone services in newly acquired systems that are in close proximity to our existing operations since we can leverage:

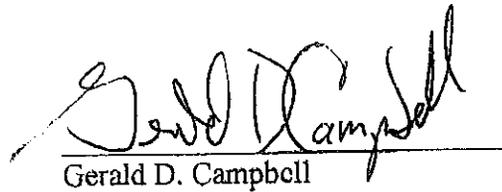
- a. the people we have already trained (installers, sales force, customer service representatives, etc.);
- b. existing infrastructure (e.g., soft switches);
- c. established back office operations;
- d. backbone network; and
- e. rate center connectivity with incumbent LEC networks.

6. While we have not yet established a firm rollout schedule for Digital Phone on the systems to be acquired, and taking the above-listed factors into account, the first areas where Digital Phone will be launched are likely to be those acquired systems with adequate plant condition and billing systems that are to be folded into existing TWC operations, e.g., in _____ . It is our goal to use commercially reasonable efforts to begin the roll out of Digital Phone service on systems to be acquired in one or more of these areas as soon as 90 to 180 days after closing.

7.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge, information and belief.

Dated: November 9, 2005
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Gerald D. Campbell

Exhibit 5

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DECLARATION OF DAWN CALLAHAN

I, Dawn Callahan, declare and state as follows:

1. I am the Vice President – Marketing at Time Warner Cable (“TWC”) – Los Angeles Division. My duties include the advertising and marketing strategies associated with all of the services offered on TWC systems in the Los Angeles area. I have worked in the TWC marketing organization for the past eight years. I submit this declaration in support of the application by Time Warner Inc. (“Time Warner”) for the transfer of certain FCC licenses in connection with the acquisition by TWC of certain cable systems from Adelphia Communications Corporation (“Adelphia”) and Comcast Corporation (“Comcast”).

2. Mass advertising campaigns in the Los Angeles metropolitan area are extremely expensive. A market-wide full-page black and white advertisement in the Los Angeles Times would cost in the range of \$95,000 to \$120,000 (daily vs. Sunday). A prime-time 30 second advertising spot on a network affiliated television station such as KABC would cost approximately \$16,000 to \$17,000. A 30-second radio advertisement on a top LA-based radio station in prime drive time would cost anywhere from approximately \$800 to \$900.

3. Because our cable systems cover less than 10% of the Los Angeles DMA, it is extremely inefficient to purchase mass advertising. For this reason, TWC has ceased almost all radio, print or television (broadcast) advertising in the Los Angeles metropolitan area, with the following exceptions: (1) limited (i.e., 4-6 flights per year) radio and broadcast as part of the LA Cable Co-Op (generic, typically not TWC branded), and (2) print ads in very small, targeted newspapers (i.e., Hispanic or International press).

4. Verizon, SBC, Dish Network and DirecTV serve large portions of the metropolitan Los Angeles area and even larger portions of the entirety of Southern California. As such, each is able to purchase media much more efficiently. For this reason, these companies

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regularly purchase full-page newspaper ads, flights of radio spots, and broadcast television spots. The following examples are submitted with this declaration: full-page, full color Verizon FiOS ad, Orange County Register, July 7, 2005; full-page, black and white Dish ad, Los Angeles Times, July 9, 2005; full-page, two color Dish ad, Los Angeles Times, August 25, 2005.

Because we cannot purchase mass media advertising as efficiently, TWC is hamstrung in its ability to respond to these types of regional marketing campaigns typically employed by our competitors.

5. Acquisition of the Los Angeles area systems from Adelphia and Comcast would expand our service footprint to cover a larger portion of the Los Angeles metropolitan area, allowing us to more efficiently use mass media and thus become a much more effective competitor to Verizon, SBC, Dish Network and DirecTV.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge, information, and belief.

Dated: November 9, 2005
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Dawn Callahan*

*Executed declaration to be submitted upon receipt.

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